

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CITIC 21CN COMPANY LIMITED (the "Company"), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**CITIC 21CN**  
**中信 21世紀**  
**CITIC 21CN COMPANY LIMITED**  
**中信21世紀有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 241)**

**PROPOSALS INVOLVING GRANTING OF THE GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting of the Company to be held at Chu Tang Room, 7th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 30 August 2012 at 10:30 a.m. (the "Annual General Meeting") is set out on pages 10 to 12 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's head office and principal place of business in Hong Kong at Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
General mandates to issue and repurchase Shares .....	3
Re-election of Directors .....	4
Annual General Meeting .....	6
Voting by way of poll .....	6
Recommendation .....	6
<b>Appendix – Explanatory Statement</b> .....	7
<b>Notice of Annual General Meeting</b> .....	10

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Chu Tang Room, 7th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 30 August 2012 at 10:30 a.m., notice of which is set out on pages 10 to 12 of this circular
“associates”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the existing bye-laws of the Company
“Company”	CITIC 21CN COMPANY LIMITED, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares as set out in Ordinary Resolution 4 in the notice of the Annual General Meeting
“Latest Practicable Date”	17 July 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares as set out in Ordinary Resolution 5 in the notice of the Annual General Meeting
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holders of the Shares
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shares”	ordinary shares of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

## DEFINITIONS

“HK\$”

Hong Kong dollar, the lawful currency of Hong Kong

“%”

per cent.

**CITIC 21CN**  
**中信 21世紀**  
**CITIC 21CN COMPANY LIMITED**  
**中信21世紀有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 241)**

*Executive Directors:*

Mr. WANG Jun (*Chairman*)  
Ms. CHEN Xiao Ying (*Executive Vice Chairman*)  
Mr. LUO Ning (*Vice Chairman*)  
Mr. SUN Yalei  
Mr. ZHANG Lianyang  
Ms. XIA Guilan

*Independent non-executive Directors:*

Dr. HUI Ho Ming, Herbert, JP  
Mr. ZHANG Jian Ming  
Dr. LONG Junsheng

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head Office and Principal Place  
of Business in Hong Kong:*

Units 614–616  
Level 6, Core D  
Cyberport 3  
100 Cyberport Road  
Hong Kong

20 July 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GRANTING OF THE GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposed Issue Mandate, the Repurchase Mandate and re-election of Directors.

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the annual general meeting of the Company held on 18 August 2011, general mandates were granted to the Directors to exercise all the powers of the Company to issue and repurchase Shares. Such mandates will lapse at the conclusion of the Annual General Meeting. The Directors wish to propose ordinary resolutions at the Annual General Meeting to give the Directors general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Issue Mandate; subject to the passing of the relevant resolutions to approve the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Directors would be authorized to exercise the powers of the Company to issue a maximum of 743,573,926 Shares; and

\* For identification purpose only

## LETTER FROM THE BOARD

- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Repurchase Mandate until the next annual general meeting of the Company or such earlier period as stated in the said ordinary resolution.

In addition, a separate ordinary resolution will also be proposed at the Annual General Meeting to add to the Issue Mandate those Shares purchased by the Company pursuant to the Repurchase Mandate granted to the Directors at the Annual General Meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the appendix to this circular.

### RE-ELECTION OF DIRECTORS

Pursuant to bye-laws 99 and 102 of the Bye-laws, Mr. ZHANG Lianyang, Ms. XIA Guilan, Mr. ZHANG Jian Ming will be retiring from office at the Annual General Meeting (the "AGM") and Mr. ZHANG Lianyang, Ms. XIA Guilan, Mr. ZHANG Jian Ming, being eligible, offer themselves for re-election at the AGM.

The particulars of the Directors proposed to be re-elected at the Annual General Meeting are as follows:

**(a) Mr. ZHANG Lianyang**

**Mr. ZHANG Lianyang**, aged 67, has extensive experience in the property investment and development business, trading and information technology-related business in the PRC for over 20 years. Mr. Zhang has served as Director since September 2002. Mr. Zhang did not hold directorship in any other Hong Kong or overseas listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Zhang had a personal interest in the share options to subscribe for 15,000,000 Shares. Save as disclosed herein, he was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO nor did she have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract between the Company and Mr. Zhang. Mr. Zhang is not appointed for a specific term and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Bye-Laws. The director's fee of Mr. Zhang is to be determined by the Board after reviewing recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Mr. Zhang and the prevailing market rate, if the Board are so authorised by the Shareholders at the Annual General Meeting. His director's remunerations will be disclosed pursuant to the Listing Rules when it is fixed by the Board. Mr. Zhang had not received any director's fee for the year ended 31 March 2012.

**(b) Ms. XIA Guilan**

**Ms. XIA Guilan**, aged 49, is currently the Vice Chairman of CITIC Guoan Group. She is also serving as Vice Chairman of CITIC Guoan Information Industry Company Limited, a public company listed on the Shenzhen Stock Exchange in the PRC. Ms. Xia has served as Director since August 2003. Save as disclosed herein, Ms. Xia did not hold directorship in any other Hong Kong or overseas listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Xia was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO nor did she have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract between the Company and Ms. Xia. Ms. Xia is not appointed for a specific term and she is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Bye-Laws. The director's fee of Ms. Xia is to be determined by the Board after reviewing

## LETTER FROM THE BOARD

recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Ms. Xia and the prevailing market rate, if the Board are so authorised by the Shareholders at the Annual General Meeting. Her director's remunerations will be disclosed pursuant to the Listing Rules when it is fixed by the Board. Ms. Xia had not received any director's fee for the year ended 31 March 2012.

(c) **Mr. ZHANG Jian Ming**

**Mr. ZHANG Jian Ming**, aged 51, is currently the executive partner, managing director and attorney-at-law of a law firm in Beijing. Mr. Zhang has served as Independent Non-executive Director since August 2003. If Mr. Zhang shall be re-elected as Independent Non-executive Director at the Annual General Meeting, Mr. Zhang will continue to act as a member of the Audit Committee and a member of the Remuneration Committee of the Company.

Save as disclosed herein, Mr. Zhang did not hold directorship in any other Hong Kong or overseas listed public companies in the last three years and did not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO nor did he have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no service contract between the Company and Mr. Zhang. Mr. Zhang is not appointed for a specific term and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Bye-Laws. The director's fee of Mr. Zhang is to be determined by the Board after reviewing recommendations from the Remuneration Committee which will be with reference to the qualification, experience and duties of Mr. Zhang and the prevailing market rate, if the Board are so authorised by the Shareholders at the Annual General Meeting. His director's remunerations will be disclosed pursuant to the Listing Rules when it is fixed by the Board. Mr. Zhang had not received any director's fee for the year ended 31 March 2012.

By the time the Annual General Meeting is held, Mr. Zhang will have served on the Board as an independent non-executive director for more than nine years. According to paragraph A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, any further appointment of an independent non-executive director in excess of nine years should be subject to a separate resolution to be approved by shareholders. Although Mr. Zhang has served on the Board for more than nine years, the Board recommends the Shareholders to vote in favour of the resolution to re-elect Mr. Zhang as an independent non-executive director of the Company for a further term because Mr. Zhang has made valuable contribution to the Company by providing his balanced and objective view to the Board. Mr. Zhang has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group. There is no evidence that the independence of Mr. Zhang, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected by his length of service to the Company. Besides, Mr. Zhang has provided an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board therefore comes to the view that Mr. Zhang should be re-elected for a further term at the Annual General Meeting.

Save as disclosed herein, the Board is not aware of any other matter relating to the re-election of Mr. ZHANG Lianyang, Ms. XIA Guilan and Mr. ZHANG Jian Ming that needs to be brought to the attention of the Shareholders, nor is there any other information in relation to Rule 13.51(2) of the Listing Rules that needs to be brought to the attention of the Shareholders.

## LETTER FROM THE BOARD

### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Chu Tang Room, 7th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 30 August 2012 at 10:30 a.m. is set out on pages 10 to 12 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's head office and principal place of business in Hong Kong at Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

No Shareholder is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Bye-Laws.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to the bye-law 70 of the Bye-Laws and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed Issue Mandate, the Repurchase Mandate and the proposed re-election of Directors are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions as set out in the notice of the Annual General Meeting.

Your attention is also drawn to the additional information set out in the appendix to this circular.

By order of the Board  
**CITIC 21CN COMPANY LIMITED**  
**Chen Xiao Ying**  
*Executive Vice-Chairman*



*This appendix includes an explanatory statement required by the Share Repurchase Rules to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.*

#### **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed purchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be purchased must be fully paid up.

#### **2. FUNDING OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association and Bye-laws, the Companies Act 1981 of Bermuda, the laws of Bermuda and any other applicable laws.

#### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,717,869,631 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Repurchase Mandate and on the basis that no further Share are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 371,786,963 Shares.

#### **4. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The Directors have no present intention to exercise the general mandate in full to repurchase Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, it would have a material adverse impact on the working capital position and gearing position of the Company, as compared with the positions disclosed in the audited consolidated accounts of the Company as at 31 March 2012, being the date to which the latest published audited accounts of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and in accordance with the Memorandum of Association and Bye-laws.

## 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company pursuant to Section 336 of the SFO, the following Shareholders were beneficially interested in 5% or more of the issued share capital of the Company:

Name	Nature of interest	Number of Shares held (Note (c))	Personal interest in share options	Total interest in Shares/ underlying shares	Approximate percentage of the issued share capital	Approximate percentage of the issued share capital (assuming the Repurchase Mandate is exercised in full)
Uni-Tech International Group Limited (Note (a))	Beneficial owner	784,937,030	-	784,937,030	21.11%	23.46%
21CN Corporation (Note (a))	Interest of controlled corporation	784,937,030	-	784,937,030	21.11%	23.46%
Pollon Internet Corporation (Note (a))	Interest of controlled corporation	784,937,030	-	784,937,030	21.11%	23.46%
Ms. Chen Xiao Ying (Note (a))	Interest of controlled corporation	784,937,030	90,000,000	874,937,030	23.53%	26.15% (assuming exercise in full of the share options)
CITIC Group Corporation (Note (b))	Interest of controlled corporation	807,998,000	-	807,998,000	21.73%	24.15%

## Notes:

- (a) Uni-Tech International Group Limited is wholly-owned by 21CN Corporation. 21CN Corporation is owned as to 99.5% by Pollon Internet Corporation, which is wholly-owned by Ms. Chen Xiao Ying, Executive Vice Chairman of the Company. Ms. Chen Xiao Ying is deemed to be interested in the 784,937,030 Shares held by Uni-Tech International Group Limited.
- (b) The interest in these Shares of the Company were held by Road Shine Developments Limited as to 600,000,000 Shares, Goldreward.com Ltd as to 163,818,000 Shares and Perfect Deed Co. Ltd. as to 44,180,000 Shares, all of which are controlled by CITIC Group Corporation (Previously known as "CITIC Group").
- (c) All interests in Shares and underlying Shares of equity derivatives of the Company were long positions.

In the event that the Repurchase Mandate is exercised in full by the Directors, the Directors believe that such increase will not give rise to an obligation of any Shareholders to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that it will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25% under Rule 8.08 of the Listing Rules.

#### 7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries nor has he/she/it undertaken not to sell any of the Shares held by him/her/ it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

#### 8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

#### 9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date quoted on the website of the Stock Exchange were as follows:

	Highest HK\$	Shares Lowest HK\$
<b>2011</b>		
July	1.020	0.840
August	0.880	0.600
September	0.710	0.500
October	0.700	0.430
November	0.680	0.550
December	0.630	0.420
<b>2012</b>		
January	0.470	0.380
February	0.690	0.435
March	0.620	0.475
April	0.500	0.420
May	0.455	0.360
June	0.430	0.370
July (Up to the Latest Practicable Date)	0.420	0.355

NOTICE OF ANNUAL GENERAL MEETING

**CITIC 21CN**  
**中信 21世紀**  
**CITIC 21CN COMPANY LIMITED**  
**中信21世紀有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 241)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of CITIC 21CN COMPANY LIMITED (the "Company") will be held at Chu Tang Room, 7th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 30 August 2012 at 10:30 a.m. to transact the following business:

**As ordinary business**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2012.
2. To re-elect retiring directors of the Company (the "Directors"), namely (a) Mr. ZHANG Lianyang as Executive Director, (b) Ms. XIA Guilan as Executive Director, and (c) Mr. ZHANG Jian Ming as Independent Non-executive Director; and to authorise the board of directors of the Company to fix the Directors' remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

**As special businesses**

To consider and, if though fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

4. "THAT:
  - (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the Directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each (the "Shares") in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) The aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
    - (i) a Rights Issue (as hereinafter defined); or

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) an issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company; or
- (iii) an issue of Shares upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
- (iv) an issue of Share as scrip dividends or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company,

shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this Resolution; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act of Bermuda or any applicable laws of Bermuda to be held.

"Rights Issue" means an offer of Shares or warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to shareholders of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company)."

5. "THAT:

- (a) Subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in Ordinary Resolution 4 as set out in the notice convening this meeting) of all the powers of the Company to purchase Shares (as defined in Ordinary Resolution 4 as set out in the notice convening this meeting) on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly."

## NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of the Ordinary Resolutions 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the Directors under Ordinary Resolution 4 as set out in the notice convening this meeting be and is hereby extended by the addition of an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate approved in Ordinary Resolution 5 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the said Resolution.”

By order of the Board  
**CITIC 21CN COMPANY LIMITED**  
**Chen Xiao Ying**  
*Executive Vice-Chairman*

Hong Kong, 20 July 2012

*Registered Office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head office and principal place of business in Hong Kong:*  
Units 614–616  
Level 6, Core D  
Cyberport 3  
100 Cyberport Road  
Hong Kong

*Notes:*

- (1) A form of proxy for use at the meeting is despatched to the shareholders of the Company with the circular of the Company dated 20 July 2012.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
- (3) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (4) In order to be valid, the proxy form completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the head office and principal place of business of the Company in Hong Kong at Units 614–616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
- (5) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.
- (6) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
- (7) The retiring Directors standing for re-election at the annual general meeting of the Company are Mr. ZHANG Lianyang, Ms. XIA Guilan and Mr. ZHANG Jian Ming.